

VALLEY NATIONAL BANCORP
Form 4
September 23, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ENGEL ALBERT L

2. Issuer Name and Ticker or Trading Symbol
VALLEY NATIONAL BANCORP [VLY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1455 VALLEY ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/19/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

WAYNE, NJ 07470-

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|---|
| | | | Code | V | Amount | Price | | |
| Common Stock ⁽¹⁾ | 09/19/2008 | | M | | 6,658 | \$ 18.32 | D | |
| Common Stock ⁽¹⁾ | 09/19/2008 | | F | | 28,152 | \$ 23.98 | D | |
| Common Stock ⁽¹⁾ | 09/19/2008 | | M | | 3,396 | \$ 18.32 | D | |
| Common Stock ⁽¹⁾ | 09/19/2008 | | M | | 10,552 | \$ 16.28 | D | |
| Common Stock ⁽¹⁾ | 09/19/2008 | | M | | 9,381 | \$ 19.66 | D | |

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| | | | | | | | |
|-----------------------------------|------------|---|-------|---|-------------|--------|---|
| Common Stock ⁽¹⁾ | 09/19/2008 | M | 9,236 | A | \$ 14.58 | 70,364 | D |
| Common Stock (401k Plan) | | | | | | 2,464 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|---|---|---|---|---|--|--|---|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option | \$ 18.3215 | 09/19/2008 | | M | (A) 6,658 | 11/07/2002 | 11/07/2011 | Common Stock | 6,658 |
| Stock Option/NQ | \$ 18.3215 | 09/19/2008 | | M | (A) 3,396 | 11/07/2002 | 11/07/2011 | Common Stock | 3,396 |
| Stock Option | \$ 16.2721 | 09/19/2008 | | M | (A) 10,552 | 11/15/2001 | 11/15/2010 | Common Stock | 10,552 |
| Stock Option | \$ 19.6544 | 09/19/2008 | | M | (A) 9,381 | 11/18/2003 | 11/18/2012 | Common Stock | 9,381 |
| Stock Option | \$ 14.585 | 09/19/2008 | | M | (A) 9,236 | 11/12/2000 | 11/12/2009 | Common Stock | 9,236 |
| Stock Option | \$ 17.8095 | | | | | 02/12/2009 | 02/12/2018 | Common Stock | 17,321 |
| Stock Option | \$ 21.3195 | | | | | 11/14/2006 | 11/14/2015 | Common Stock | 16,781 |
| Stock Option | \$ 23.011 | | | | | 11/16/2005 | 11/16/2014 | Common Stock | 12,151 |
| Stock Option | \$ 23.3197 | | | | | 11/13/2007 | 11/13/2016 | Common Stock | 18,191 |

| | | | | | |
|--------|------------|------------|------------|--------|-------|
| Stock | \$ 22.9205 | 11/17/2004 | 11/17/2013 | Common | 8,934 |
| Option | | | | Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ENGEL ALBERT L 1455 VALLEY ROAD WAYNE, NJ 07470- | | | Executive Vice President | |

Signatures

/s/ ALBERT L.
ENGEL

09/23/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Valley declared a 5 percent stock dividend on April 9, 2003, payable May 16, 2003 to stockholders of record on May 2, 2003.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.